

ANTIGENICS INC /DE/  
Form 10-K/A  
March 24, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A**

(Amendment No. 1)

**▶ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2007

or

**•• TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-29089

**Antigenics Inc.**

*(exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**162 Fifth Avenue, Suite 900, New York, New York 10010**

*(Address of principal executive offices, including zip code)*

**06-1562417**  
*(I.R.S. Employer*

*Identification No.)*

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**Registrant's telephone number, including area code:**

**(212) 994-8200**

**Securities registered pursuant to Section 12(b) of the Act:**

**Common Stock, \$.01 Par Value**  
*(Title of each class)*

**The NASDAQ Global Market**  
*(Name of each exchange on which registered)*

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2007 was: \$97,351,629. There were 56,587,550 shares of the registrant's Common Stock outstanding as of March 1, 2008.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement for the registrant's 2008 Annual Meeting of Stockholders to be held on June 4, 2008, which definitive proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year end of December 31, 2007, are incorporated by reference into Part III of this Annual Report on Form 10-K.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 10-K of Antigenics Inc. (the Company) amends the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (the Original Filing), which was filed with the Securities and Exchange Commission on March 17, 2008. The Company is filing this Amendment No. 1 for the purpose of correcting the registration statements listed in Exhibit 23 (the consent of KPMG LLP, dated March 14, 2008) of the Original Filing. Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original Filing and the Company has not updated disclosures contained therein to reflect any events that occurred at a date subsequent to the date of the Original Filing.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(b) Exhibits

The following Exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
23	Consent of KPMG LLP, independent registered public accounting firm.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* This certification accompanies this Amendment No. 1 to the Annual Report on Form 10-K and is not filed as part of it.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

ANTIGENICS INC.

By:            /s/ **GARO H. ARMEN, PH.D.**  
   **Garó H. Armen, Ph.D.**

*Chief Executive Officer and*

*Chairman of the Board*

Dated: March 24, 2008